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**EXHIBIT A**  
**Proposed Order**

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16 **IN THE UNITED STATES BANKRUPTCY COURT**  
17 **FOR THE NORTHERN DISTRICT OF CALIFORNIA**  
18 **SAN FRANCISCO DIVISION**

19 In re:

20 PG&E CORPORATION,

21 -and-

22 PACIFIC GAS AND ELECTRIC COMPANY,

23 Debtors.

24 ☐

Affects PG&E Corporation

25 ☒

Affects Pacific Gas and Electric Company

26 ☐

Affects both Debtors

27 *\*All papers shall be filed in the Lead Case,  
28 No. 19-30088-DM.*

Bankruptcy Case  
Case No. 19-30088 (DM)

Chapter 11  
(Lead Case)  
(Jointly Administered)

**ORDER CONFIRMING SAFE  
HARBOR PROTECTION UNDER  
11 U.S.C. §§ 362(b)(6) AND 556**

**Related Docket Nos.**\_\_\_\_\_

1           Upon the motion, dated April 22, 2019, of mNoc AERS LLC (“mNoc”), for Entry of an  
2 Order Confirming Safe Harbor Protection Under 11 U.S.C. §§ 362(b)(6) and 556 (the “Motion,”  
3 Dkt. \_\_\_\_\_);<sup>1</sup> and this Court having jurisdiction to consider the Motion and the relief requested  
4 therein pursuant to 28 U.S.C. §§ 157 and 1334, the *Order Referring Bankruptcy Cases and*  
5 *Proceedings to Bankruptcy Judges*, General Order 24, and Bankruptcy Local Rule 5011-1(a); and  
6 consideration of the Motion and the requested relief being a core proceeding pursuant to 28 U.S.C.  
7 § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and  
8 the Court having found and determined that notice of the Motion as provided to the parties listed  
9 therein is reasonable and sufficient under the circumstances, and it appearing that no other or further  
10 notice need be provided; and this Court having reviewed the Motion and the Chang Declaration;  
11 and this Court having determined that each of mNOC and PG&E is a forward contract merchant  
12 and the CSA is a forward contract, as required under 11 U.S.C. §§ 362(b)(6) and 556, and that the  
13 forward contract safe harbor protection applies to except the CSA and mNOC as counterparty  
14 thereto from the imposition of the automatic stay; and upon all of the proceedings had before this  
15 Court and after due deliberation and sufficient cause appearing therefor,

16           **IT IS HEREBY ORDERED THAT:**

- 17           1.       The Motion is granted.
- 18           2.       mNOC is hereby authorized (but not directed) to exercise its contractual rights  
19 pursuant to, in connection with and in accordance with the CSA and 11 U.S.C. § 556, including its  
20 contractual right to cause the liquidation, termination or acceleration of the CSA or to offset or net  
21 out any termination value, payment amount or other transfer obligation arising under or in  
22 connection with the CSA.
- 23           3.       This Court shall retain jurisdiction to hear and determine all matters arising from or  
24 related to the implementation, interpretation, or enforcement of this Order.

25                           **\*\*END OF ORDER\*\***

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27                           <sup>1</sup> Capitalized terms used but not otherwise herein defined shall have the meanings ascribed to them in the  
28 Motion.